

**Notice Declaring Intention to be Qualified
Under National Instrument 44-101
Short Form Prospectus Distributions (“NI 44-101”)**

June 24, 2011

TO: British Columbia Securities Commission

AND TO: Alberta Securities Commission
Ontario Securities Commission

Tanzanian Royalty Exploration Corporation (the “Issuer”) intends to be qualified to file a short form prospectus under NI 44-101. The Issuer acknowledges that it must satisfy all applicable qualification criteria prior to filing a preliminary short form prospectus. This notice does not evidence the Issuer's intent to file a short form prospectus, to enter into any particular financing or transaction or to become a reporting issuer in any jurisdiction. This notice will remain in effect until withdrawn by the Issuer.

Yours truly,

**TANZANIAN ROYALTY EXPLORATION
CORPORATION**

Per: (Signed) “James E. Sinclair”
James E. Sinclair
Chief Executive Officer